

## **RESOLUTION 2005-54**

### **A RESOLUTION CONCERNING THE REQUEST OF HORSESHOE HAMMOND, INC. TO INITIATE A CORPORATE ENTITY CHANGE**

The Indiana Gaming Commission (Commission) adopts the following resolution pursuant to the authority granted to it under IC 4-33 and pursuant to 68 IAC 1-2-6.

The Commission has considered the following factors:

1. By action of the Commission on August 20, 1999, pursuant to Resolution 1999-32, Horseshoe Gaming Holding Corporation acquired 100% of the ownership interest in Empress Casino Hammond Corporation, the holder of the Indiana Riverboat Owner's License.
2. By action of the Commission on March 2, 2001, pursuant to Resolution 2001-8, Horseshoe Gaming Holding Corporation received the approval of the Commission to change the name of the entity that holds the Riverboat Owner's License from Empress Casino Hammond Corporation to Horseshoe Hammond, Inc. ("Horseshoe").
3. By action of the Commission on April 30, 2004, pursuant to Resolution 2004-31, Harrah's Operating Company, Inc. ("Harrah's") acquired a one hundred percent (100%) ownership interest in Horseshoe Gaming Holding Corporation.
4. On April 21, 2005, by Order of the Commission, the riverboat owner's license for Horseshoe Hammond, Inc. was renewed (after being owned by Harrah's for approximately one (1) year), and Horseshoe remains a licensee in good standing with the Commission;
5. Horseshoe has requested to initiate a corporate entity change whereby the Indiana licensee would be converted from a corporation to a Delaware limited liability company, (i.e., an LLC).
6. Upon completion of the proposed entity change, Horseshoe Hammond, Inc. would become "Horseshoe Hammond, LLC."
7. Horseshoe has provided assurance to Commission staff no new substantial owners or key persons are being introduced as a result of the conversion and that that the entity change is solely for legitimate business purposes.
8. For the reasons enumerated in a letter dated September 21, 2005, Horseshoe has requested a waiver of any relevant procedures and background investigations in 68 IAC 5-1 *et seq.* and/or 68 IAC 2-1-4(d), which are normally applicable to the transfer of ownership interest in a license and/or the initiation of a corporate entity change.
9. Pursuant to 68 IAC 14-4-4(a)(2)(A), riverboat licensees are required to include the licensee name on all value chips. By way of its September 21, 2005 letter, Horseshoe has also requested a waiver of this rule such that Horseshoe would be permitted to continue using chips bearing the name Horseshoe Hammond, Inc.

**NOW, THEREFORE, BE IT RESOLVED BY THE INDIANA GAMING COMMISSION,  
THAT THE FOLLOWING RESOLUTION IS ADOPTED:**

**SECTION 1: SCOPE**

This resolution applies to Horseshoe Hammond, Inc. and its affiliates.

**SECTION 2: DEFINITIONS**

The definitions set forth in IC 4-33-2 and 68 IAC apply to this resolution.

**SECTION 3: ACTION TAKEN ON REQUEST OF HORSESHOE HAMMOND, INC. TO  
INITIATE A CORPORATE ENTITY CHANGE AND REQUEST FOR WAIVER OF  
APPLICABLE REGULATORY PROVISIONS.**

The Commission hereby:

**GRANTS**

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(GRANTS OR DENIES)

Horseshoe's request to initiate a corporate entity change whereby the Indiana licensee would be converted from a corporation to a Delaware limited liability company named "Horseshoe Hammond, LLC."

The Commission hereby:

**GRANTS**

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(GRANTS OR DENIES)

in part, Horseshoe's request for a waiver of any relevant procedures and background investigations identified in 68 IAC 5-1 *et seq.* and/or 68 IAC 2-1-4(d), which are normally applicable to the transfer of ownership interest in a license and/or the initiation of a corporate entity change. Pursuant to 68 IAC 2-1-4(d), Horseshoe will submit Part I of a Transfer of Ownership application by November 4, 2005. Horseshoe will also submit an application fee in the amount of \$25,000. Should Horseshoe's application present any investigative issues, Horseshoe will be responsible for any investigation costs that exceed the \$25,000 application fee.

The Commission hereby:

**GRANTS**

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(GRANTS OR DENIES)

Horseshoe's request for a waiver of 68 IAC 14-4-4(a)(2)(A), such that Horseshoe shall be permitted to continue using chips bearing the name Horseshoe Hammond, Inc. for an indefinite period of time. Adoption of this resolution and the approval of this waiver for an indefinite period of time shall not in any way constitute a waiver of the Commission's authority or ability to take further action with respect to the issue of appropriate nomenclature on value chips, including but not limited to the establishment of a date certain by which Horseshoe's value chips must satisfy the specific requirements of 68 IAC 14-4-4(a)(2)(A).

#### **SECTION 5: EFFECTIVE DATE**

This resolution is effective immediately.

**ADOPTED THIS THE 26<sup>th</sup> DAY OF SEPTEMBER, 2005.**

THE INDIANA GAMING COMMISSION:

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Harold Calloway, Chair

ATTEST:

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Donald R. Vowels, Secretary